

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ROOM 40 PRODUCTIONS LIMITED

(THE "COMPANY")

21 October 2016 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolutions numbered 1 and 4 are passed as special resolutions and that the resolutions numbered 2 and 3 are passed as ordinary resolutions.

SPECIAL RESOLUTION

1. **THAT** the draft articles of association attached to this Resolution be adopted as the new articles of association of the Company in substitution for and to the exclusion of any and all existing articles of association of the Company.

ORDINARY RESOLUTION

2. **THAT** the 65 ordinary shares of £1.00 each in the capital of the Company be sub-divided into, and redesignated as, 6,500 B ordinary shares of £0.01 each, such shares to have the rights and be subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.
3. **THAT**, subject to the passing of resolutions 1 and 2 above and, in accordance with section 551 of the Act, the directors of the Company (or a duly constituted committee of the directors) (the "Directors") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £23.50 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date of the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.



## SPECIAL RESOLUTION

4. **THAT**, subject to the passing of resolution 3 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
- 4.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £23.50; and
- 4.2 expire in accordance with the provisions of section 551(7)(b) of the Act (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.